FORM 10-Q

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Q-34878

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

JAL-2236

__X__ Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended April 30, 1992

_____ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission file number 1-6846 ~~0-5259~~

BEST COPY AVAILABLE

GREAT AMERICAN MANAGEMENT AND INVESTMENT, INC.
(Exact name of registragt as specified in its charter)

PROCESSED BY
JUN 16 1992

Delaware	58-1351398
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer identification No.)

Microfilmed by
Q-Data Corp. - St. Petersburg, FL

Two North Riverside Plaza, Chicago,	60606
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (312) 648-5656

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes __X__ No ___

As of May 31, 1992, there were 11,077,261 shares of Common Stock outstanding.

GREAT AMERICAN MANAGEMENT AND INVESTMENT, INC.
AND SUBSIDIARY COMPANIES

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GREAT AMERICAN MANAGEMENT AND INVESTMENT, INC.
AND SUBSIDIARY COMPANIES
CONDENSED CONSOLIDATED BALANCE SHEETS
APRIL 30, 1992 AND JULY 31, 1991
(Amounts in millions except share amounts)
(Unaudited)

	April 30, 1992	July 31, 1991 (Restated)
ASSETS		
Current Assets:		
Cash	$ 41.4	$ 47.3
Trade receivables, net	192.6	168.2
Inventories	241.7	226.3
Prepaid expenses and other current assets	38.2	46.2
Net current assets of discontinued operations	33.0	33.3
Total Current Assets	546.9	521.3
Investment in The Vigoro Corporation	71.8	69.4
Loans receivable and real estate, net	85.3	95.9
Property, plant and equipment, net	274.1	275.7
Goodwill	394.8	401.1
Other assets	126.1	115.7
	$1,499.0	$1,479.1
LIABILITIES AND SHAREHOLDERS' EQUITY		
LIABILITIES		
Current Liabilities:		
Accounts payable	$ 93.3	$ 80.0
Accrued expenses	90.8	102.6
Short-term debt	7.7	7.7
Current portion of long-term debt	33.6	51.2
Total Current Liabilities	225.4	241.5
Long-term debt	737.6	693.2
Accrued employee benefit obligation	79.0	100.4
Other long-term liabilities	143.7	144.7
Total Liabilities	1,185.7	1,179.8
SHAREHOLDERS' EQUITY		
Common stock (12,059,067 shares issued)	.1	.1
Additional paid-in capital	193.5	193.5
Retained earnings	132.6	120.1
Foreign currency translation adjustment	1.3	(.5)
Common stock in treasury, at cost	(14.2)	(13.9)
Total Shareholders' Equity	313.3	299.3
	$1,499.0	$1,479.1

The accompanying notes are an integral part of these financial statements.

GREAT AMERICAN MANAGEMENT AND INVESTMENT, INC.
AND SUBSIDIARY COMPANIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
FOR THE THREE AND NINE MONTHS ENDED April 30, 1992 AND 1991
(Amounts in millions except per share amounts)
(Unaudited)

	For the Three Months Ended April 30,		For the Nine Months Ended April 30,	
	1992	1991 (Restated)	1992	1991 (Restated)
Net sales and revenues	$310.1	$297.3	$955.6	$934.2
Operating expenses:				
Cost of goods and services sold	264.1	238.5	760.9	735.5
Selling, administrative and other expenses	48.8	47.4	146.5	146.6
Other (income) expense	(.6)	(1.2)	(2.8)	.7
Amortization of goodwill	2.7	2.7	8.1	8.7
Operating income	15.1	9.9	42.9	44.7
Equity in net earnings of The Vigoro Corporation	2.4	8.5	5.2	11.5
Income from continuing operations before interest expense and income taxes	17.5	18.4	48.1	56.2
Interest expense, net	19.3	20.4	58.0	68.3
Income (loss from continuing operations before income taxes	(1.8)	(2.0)	(9.9)	(12.1)
Income tax (benefit) on continuing operations	(.1)	(2.9)	(3.3)	(8.5)
Income (loss) from continuing operations	(1.7)	.9	(6.6)	(3.6)
Discontinued operations:				
Income (loss) from discontinued operations, net of tax	.9	.8	2.2	(3.9)
Gain on disposal of discontinued businesses, net of taxes of $39.4 million	--	--	--	33.8
Income (loss) before cumulative effect of change in accounting principle	(.8)	1.7	(4.4)	26.3
Cumulative effect of change in accounting principle, less applicable income tax provision of $7.3 million (Note 1)	--	--	16.9	--
Net income (loss)	$ (.8)	$ 1.7	$ 12.5	$ 26.3
Weighted average common and common equivalent shares outstanding	11.1	11.1	11.1	11.1
Earnings (loss) per common share:				
Continuing operations	$ (.17)	$ .08	$ (.61)	$ (.32)
Discontinued operations	.10	.07	.21	2.69
Cumulative effect of accounting change	--	--	1.53	--
	$ (.07)	$ .15	$ 1.13	$ 2.37
Dividends declared per share	$ --	$ --	$ --	$ .84

The accompanying notes are an integral part of these financial statements.

GREAT AMERICAN MANAGEMENT AND INVESTMENT, INC.
AND SUBSIDIARY COMPANIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED APRIL 30, 1992 AND 1991
(Amounts in millions)
(Unaudited)

	For the Nine Months Ended April 30,	
	1992	1991 (Restated)
OPERATING ACTIVITIES:		
Net Income	$ 12.5	$ 26.3
Discontinued operations	(2.2)	(29.9)
Cumulative effect of accounting change	(16.9)	--
Depreciation	24.9	24.1
Amortization of goodwill and debt issuance costs	13.9	18.0
Noncash postretirement benefits expense	1.8	6.2
Undistributed earnings of The Vigoro Corporation ("TVC")	(2.4)	(7.1)
Working capital changes and other	(31.2)	(32.9)
Net cash provided by (used in) continuing operating activities	.4	4.7
Net cash provided by (used in) discontinued operations	.1	(37.1)
Net cash provided by (used in) operating activities	.5	(32.4)
INVESTING ACTIVITIES:		
Proceeds (purchases) investment securities	(.3)	3.1
Acquisitions, net of cash acquired	(1.2)	(20.7)
Proceeds from sale of businesses	--	250.2
Capital expenditures	(19.8)	(24.9)
Redemption of TVC preferred stock investment	--	46.4
Other	(3.6)	(22.8)
Net cash provided by (used in) investing activities	(24.9)	231.3
FINANCING ACTIVITIES:		
Increase in debt	56.0	193.8
Reduction of debt	(37.2)	(428.6)
Purchase of treasury stock	(.3)	(.5)
Cash dividends paid	--	(.8)
Net cash provided by (used in) financing activities	18.5	(236.1)
Net change in cash and cash equivalents	(5.9)	(37.2)
Cash and cash equivalents at beginning of period	47.3	105.7
Cash and cash equivalents at end of period	$ 41.4	$ 68.5

The accompanying notes are an integral part of these financial statements.

GREAT AMERICAN MANAGEMENT AND INVESTMENT, INC.
AND SUBSIDIARY COMPANIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE QUARTER ENDED APRIL 30, 1992
(Unaudited)

1. Significant Accounting Policies:

Basis of Presentation

These unaudited condensed consolidated financial statements have been prepared pursuant to Securities and Exchange Commission ("SEC") rules and regulations and should be read in conjunction with the consolidated financial statements and notes thereto included in the 1991 Annual Report on Form 10-K for Great American Management and Investment, Inc. (the "Company"). The following notes to condensed consolidated financial statements highlight significant changes to notes included in the Annual Report on Form 10-K and such interim disclosures as required by the SEC. The accompanying condensed consolidated financial statements reflect, in the opinion of management, all adjustments necessary for a fair presentation of the interim financial statements. All such adjustments are of a normal and recurring nature except for the cumulative effect of the change in accounting principle (see "Postretirement Benefits" below).

Certain amounts in the fiscal 1991 condensed consolidated financial statements have been reclassified to conform with the classifications presented in the fiscal 1992 condensed consolidated financial statements. In addition, the Company has restated its prior year results for the effects of discontinued operations and the conversion to the equity method of accounting for the Company's investment in The Vigoro Corporation.

Postretirement Benefits

In December, 1990, the Financial Accounting Standards Board issued a new standard "Employers' Accounting for Postretirement Benefits Other than Pensions" ("SFAS No. 106"). This new standard requires that the expected cost of postretirement benefits be charged to expense during the years in which the employees render services. For businesses owned prior to August 1, 1987, the Company had previously recorded an estimate of its postretirement benefits liability using an accrual method. For businesses acquired after August 1, 1987, the Company recorded postretirement benefit liabilities as part of its purchase accounting for these businesses. The Company adopted the provisions of SFAS No. 106 as of August 1, 1991 (see Note 7).

2. Discontinued Operations:

On May 5, 1992, O.D.E. Manufacturing, Inc., a wholly owned subsidiary of Eagle Industries, Inc. ("Eagle"), an indirect wholly owned subsidiary of the Company, sold substantially all of the net assets comprising Eagle's process pump business, which Eagle operated through Pulsafeeder, Inc., Morr Control, Inc. and Pulsafeeder Far East Pte. Ltd. (collectively, "Pulsafeeder") to PLF Acquisition Corporation, a wholly owned

subsidiary of IDEX Corporation (a New York Stock Exchange company), pursuant to the Asset Purchase Agreement dated April 9, 1992 (the "Agreement").

Under the terms of the Agreement, the total consideration received for the net assets of Pulsafeeder amounted to approximately $67 million in cash and 75,000 shares of IDEX Corporation common stock, which had a fair market value of approximately $1.6 million at May 5, 1992. The cash proceeds received at closing were utilized by the Company and its subsidiaries to reduce the outstanding balance under one of Eagle's credit facilities.

Pulsafeeder designed, manufactured and distributed specialty pumps, controls and systems for the transfer and control of fluids, used primarily in the chemical processing and water treatment markets. Revenues associated with Pulsafeeder amounted to approximately $12.7 million and $36.1 million for the three and nine month periods ended April 30, 1992, respectively, and $11.5 million and $33.9 million for the three and nine month periods ended April 30, 1991, respectively. The operations of Pulsafeeder have been reflected as discontinued operations in the accompanying condensed consolidated financial statements and, accordingly, the historical fiscal 1991 financial information has been restated to give effect to the classification of Pulsafeeder as a discontinued operation, in addition to the businesses accounted for as discontinued operations for fiscal 1991 as disclosed in the Company's Annual Report on Form 10-K.

3. Inventories:

Inventories are classified as follows (amounts in millions):

	April 30, 1992	July 31, 1991 (Restated)
Finished goods	$ 99.1	$ 87.1
Work in process	64.8	63.4
Raw materials	77.8	75.8
	$241.7	$226.3

4. Short-Term and Long-Term Debt:

The following provides an update of the significant changes in the consolidated outstanding debt from July 31, 1991 to April 30, 1992:

The Company

In October, 1991, the Company made a $5 million voluntary principal paydown on its subordinated notes. The remaining $5 million principal amount was paid at its maturity on April 2, 1992.

The Company is currently negotiating to obtain a new agreement which will replace its $7.7 million unsecured short-term revolving credit facility. The Company has received an extension of the maturity date until September, 1992, and has made a negative pledge on 675,000 shares of common stock of The Vigoro Corporation ("TVC"). Upon

request by the lender, the Company has agreed to provide the lender with a security interest on its condominium loans or the 675,000 shares of TVC. However, at this time, no security interest has been recorded.

The Company has a $25 million credit agreement which by its terms required certain reductions in the total availability under the facility at various dates. The Company and its lender have reached an agreement whereby the required reduction in total availability to $10 million as of March 31, 1992 has been extended to September 30, 1992. The total amount outstanding under the facility as of April 30, 1992 was $14.8 million.

Subsidiaries

- Eagle Industries, Inc. ("Eagle"):

As discussed in Note 10 to the Company's Annual Report on Form 10-K, outstanding borrowings ($57 million at July 31, 1991) under a previously existing Eagle borrowing facility (the "Eagle Corporate Facility") were, according to the original terms, originally scheduled to mature in March, 1992. In February, 1992, Eagle, through a newly created wholly owned subsidiary, O.D.E. Manufacturing, Inc. ("O.D.E.") refinanced the Eagle Corporate Facility with a new $135 million revolving credit agreement ("Credit Agreement"), of which the total availability has been subsequently reduced to $130 million as a result of the sale of Pulsafeeder.

Borrowings under the Credit Agreement bear interest at prime plus 1.75% with the facility itself maturing in February, 1995. Eagle has provided a secured guarantee as to the repayment of amounts outstanding under the Credit Agreement.

In conjunction with the refinancing of the Eagle Corporate Facility, Eagle formed O.D.E. and capitalized it with substantially all of the businesses of Eagle, except those of Falcon Manufacturing, Inc. and Amerace Corporation. The Credit Agreement is secured by all of the assets of O.D.E. and its subsidiaries. The Credit Agreement contains various financial covenants, the more significant of which require O.D.E. and its subsidiaries to maintain: minimum levels of net worth, certain ratios of profitability to interest expense and specified levels of cash flow. Failure by Eagle to maintain, on a consolidated basis, a minimum level of earnings to fixed charges, as defined in the Eagle Guarantee, would be deemed a default under the Credit Agreement.

The Credit Agreement limits total available borrowings through a formula based on profitability and cash flow, as defined in the Credit Agreement. The Credit Agreement also provides that Samuel Zell, Chairman of the Board of the Company and Eagle, must directly or indirectly, control at least 51% of the voting power of the capital stock of O.D.E. The Credit Agreement also provides for a letter of credit facility which has a maximum availability of $25 million. Letters of credit issued under this facility reduce the borrowing availability under the Credit Agreement.

The amounts outstanding at July 31, 1991 under the Eagle Corporate Facility ($57 million) have been classified as long-term debt in the accompanying April 30, 1992

condensed consolidated financial statements as this facility has been refinanced on a long-term basis through the Credit Agreement as of February, 1992.

In conjunction with the sale of Pulsafeeder in May, 1992, Eagle utilized the $67 million cash consideration received to reduce the amounts then outstanding under the Credit Agreement.

- First Capital Financial Corporation ("FCFC"):

FCFC's Line of Credit facility was originally scheduled to mature on May 15, 1992. However, the facility provides for extensions of two years and one year. FCFC has applied for and been granted an extension of this facility until May 15, 1994. Therefore, the amount outstanding (approximately $13.4 million) under the facility has been classified as long-term debt as of April 30, 1992.

5. Contingencies and Litigation:

As discussed in Note 19 to the Company's consolidated financial statements included in the Company's Annual Report on Form 10-K, a nonconsolidated affiliate of the Company (the "Affiliate") appealed a judgement against it. In March, 1992, the judgement was reversed and remanded to the trial court to be retried and the post-judgement suit against the Company and Great American Industrial Group, Inc. ("GAIG") was dismissed.

In November, 1991, the Affiliate filed for protection from its creditors under Chapter 11 of the U.S. Bankruptcy Code. Filings with the bankruptcy court disclose claims ranging from $364 million to $445 million, of which the Affiliate disputed all except approximately $5 million of such claims. Since the filing period with the bankruptcy court remains open, asserted claims may increase. The claims of all creditors of the Affiliate have been stayed by the bankruptcy court.

In the Chapter 11 proceeding of the Affiliate, a trustee has been appointed by the bankruptcy court to evaluate the likelihood of successfully pursuing claims against the Company and certain of its subsidiaries. The trustee has not commenced any litigation against the Company or such subsidiaries at this time. However, the Company has been advised by the trustee that it is considering claims against the Company and certain of its subsidiaries. The Company believes any potential actions taken against it or its subsidiaries are without merit and that it and its subsidiaries have substantial meritorious defenses. To the extent any such actions are brought by the trustee, the Company intends to vigorously defend itself

In addition, the Company and its subsidiaries are involved in various other legal proceedings. As of April 30, 1992, there have been no new or significant developments related to these legal proceedings, other than those discussed above, which would materially alter the financial information presented herein.

6. Retained Earnings:

The following table summarizes the changes occurring during the nine months ended April 30, 1992 in the Company's retained earnings (amounts in millions):

Balance, beginning of period	$120.1
Net income during the period	12.5
Balance, end of period	$132.6

7. Change in Accounting Principle – Accounting for Postretirement Benefits Other than Pensions:

As indicated in Note 1, the Company adopted the provisions of SFAS No. 106 in the first quarter of fiscal 1992 by adjusting its postretirement benefits liability recognized, as of August 1, 1991, in its financial statements to the discounted present value of expected future benefits attributed to employees' service rendered prior to August 1, 1991. The accumulated postretirement benefit obligation was determined using an assumed discount rate of 9.5%, and a health care cost trend rate of 15% for fiscal 1992, with an assumption that the health care cost rate trend would decrease gradually to 7.5% by the year 2000. In adopting the provisions of SFAS No. 106, the Company evaluated the assumptions used previously in estimating its postretirement benefits obligation under the unfunded accrual method. Based on its experience and the results of this evaluation, the Company revised certain previous assumptions in adopting SFAS No. 106. Trend rates used in adopting SFAS No. 106 reflect the Company's prior experience and expectation that future rates will trend downward. Additionally, the August 1, 1991 valuation of the Company's postretirement benefit obligation included the effects of announced future cost sharing programs and benefit plan changes. Accordingly, the condensed consolidated financial statements reflect a cumulative pretax adjustment of $24.2 million to reduce the amount of the postretirement benefits obligation previously recorded by the Company. The $24.2 million pretax benefit is reflected in the condensed consolidated statements of income as a "Cumulative effect of change in accounting principle", net of a corresponding tax provision of $7.3 million. As of August 1, 1991, the date of adoption of SFAS No. 106, the accumulated postretirement benefit obligation amounted to $72.9 million, utilizing the aforementioned assumptions; the previously recorded postretirement benefits obligation as of July 31, 1991 was $97.1 million, with the resulting difference recognized immediately as a gain resulting from the adoption of SFAS No. 106.

The $7.3 million tax provision related to this accounting change was below the federal statutory rate of 34%, as a certain portion of the postretirement benefit obligation had been previously recorded in purchase accounting on a net of tax basis. This tax provision represents a reversal of deferred tax benefits which had been provided for since 1987, with respect to the accrual of the nondeductible postretirement benefits expense recorded in the Company's income statement and, accordingly, does not represent taxes which will be paid.

The following table sets forth the postretirement benefits obligation recognized in the Company's condensed consolidated financial statements as of April 30, 1992 (amounts in millions):

Accumulated postretirement benefit obligation	$ 71.8
Tax effect of postretirement benefit liability recorded under APB No. 16	(20.4)
Postretirement benefit liability recognized in condensed consolidated financial statements at April 30, 1992	$ 51.4

8. Stock Option Plan/Subsidiary Compensation Plan:

As discussed in Note 13 to the Company's Annual Report on Form 10-K, the Company has a stock option plan to provide for the issuance of incentive stock options, non-incentive stock options or stock appreciation rights for certain key employees, directors and consultants of the Company.

Shares which remain available for future grants totaled 1,749,500 at April 30, 1992. Of the 103,000 options outstanding at July 31, 1991, 14,000 were cancelled, and 161,500 additional options were granted during the nine months ended April 30, 1992. All options granted have an exercise price of $26.50. No options have been exercised as of April 30, 1992.

9. Supplemental Disclosures of Cash Flow Information:

Cash paid (received) during the period relating to continuing and discontinued operations (amounts in millions):

	Nine Months Ended April 30,	
	1992	1991
Interest	$ 72.6	$ 92.7
Income taxes	$(16.4)	$ 26.2

In conjunction with the purchases of businesses, liabilities were assumed as follows (amounts in millions):

	Nine Months Ended April 30,	
	1992	1991
Fair value of assets acquired, excluding cash	$ 4.5	$ 25.6
Cash paid and debt incurred for assets and capital stock	(1.2)	(21.6)
Liabilities assumed	$ 3.3	$ 4.0

10. Subsequent Events – Acquisition of Minority Interest:

On May 29, 1992, the Company acquired the outstanding 20% interest in North Riverside Holdings, Inc. ("NRH") from Thomas R. Barry, President of NRH. Consideration for the purchase was $750,000 in cash and a note payable for $750,000 due in three annual installments beginning January 15, 1993. In addition, on May 29, 1992, the Company borrowed $750,000 from NRH. The note matures on May 29, 1993.

In March, 1992, a minority interest in an indirect subsidiary of the Company was purchased from an officer of Eagle for $.8 million.

GREAT AMERICAN MANAGEMENT AND INVESTMENT, INC.
AND SUBSIDIARY COMPANIES
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discusses the results of operations and financial condition for the first nine months of fiscal 1992 as compared to the first nine months of fiscal 1991. This section should be read in conjunction with the Management's Discussion and Analysis of Financial Condition and Results of Operations included in the Company's Annual Report on Form 10-K for fiscal 1991.

Results of Continuing Operations

The following table sets forth net sales and revenues and operating income by business segment (amounts in millions):

	For the Three Months Ended April 30,		For the Nine Months Ended April 30,	
	1992	1991 (Restated)	1992	1991 (Restated)
Net sales and revenues:				
Building and Industrial Products	$104.8	$ 89.9	$305.8	$283.9
Utility and Electrical Products	70.3	70.7	201.6	229.1
Consumer and Specialty Products	78.8	63.3	239.9	203.5
Process Industries Products	50.5	48.4	137.1	148.8
Total Manufacturing	304.4	272.3	884.4	865.3
Corporate and Other	25.7	25.0	71.2	68.9
	$330.1	$297.3	$955.6	$934.2

	For the Three Months Ended April 30,		For the Nine Months Ended April 30,	
	1992	1991 (Restated)	1992	1991 (Restated)
Operating income before amortization of goodwill:				
Building and Industrial Products	$ 7.1	$ 6.1	$ 25.2	$ 19.2
Utility and Electrical Products	5.6	4.8	13.6	19.9
Consumer and Specialty Products	4.8	3.4	10.1	16.6
Process Industries Products	3.5	3.5	5.6	10.9
Manufacturing Corporate	(2.7)	(2.7)	(8.7)	(10.8)
Total Manufacturing	18.3	15.1	53.8	55.8
Corporate and Other	(.5)	(2.5)	(2.8)	(4.4)
Operating income before amortization of goodwill	17.8	12.6	51.0	51.4
Amortization of goodwill	2.7	2.7	8.1	6.7
Operating Income	$ 15.1	$ 9.9	$ 42.9	$ 44.7

Nine Months Ended April 30, 1992 Versus Nine Months Ended April 30, 1991

Net Sales and Revenues:

- Manufacturing Business Sector:

Manufacturing net sales of $884.4 million for the first nine months of fiscal 1992 were $19.1 million or 2.2% higher than net sales for the first nine months of fiscal 1991. Net sales increased $27.8 million in fiscal 1992 due to the full nine month impact of the fiscal 1991 acquisitions which included the Norris Plumbing Products division of Masco Building Products ("Norris") (acquired September 28, 1990) and the Energair division of Ingersoll-Rand Company ("Energair") (acquired April, 1991), individually referred to as the "Acquired Business" and collectively referred to as the "Acquired Businesses".

Excluding the effects of the Acquired Businesses, net sales declined by $8.7 million in the first nine months of fiscal 1992 compared to the corresponding period in fiscal 1991. The recession negatively impacted many of Eagle Industries, Inc.'s ("Eagle") business operations, particularly those in the Utility and Electrical Products and Process Industries Products segments, with the more significant negative impact reflected in results of operations during the first six months of fiscal 1992. Sales for the first nine months of fiscal 1992 declined for businesses within these two segments primarily due to reduced order rates from electrical utilities and a slow down in capital spending by chemical processing companies experienced primarily during the first two quarters of fiscal 1992 compared to the similar periods in fiscal 1991. Certain businesses within the Building and Industrial Products and Consumer and Specialty Product segments have realized sales increases for the first nine months of fiscal 1992 as compared to sales levels experienced in the comparable fiscal 1991 period, resulting from increased market share and demand in certain markets served by businesses within these segments. These sales increases are discussed in management's discussion and analysis of the third quarter results following this section.

Net sales of $305.8 million for the Building and Industrial Products segment increased $21.9 million in the first nine months of fiscal 1992 compared to the first nine months of fiscal 1991. The Acquired Business contributed $5.5 million to this net sales increase in fiscal 1992. Excluding net sales of the Acquired Businesses, net sales improved as a result of increased market penetration by Eagle's building and plumbing products businesses, as well as an increase in aircraft seating and refurbishment sales by Burns Aerospace Corporation ("Burns Aerospace").

Net sales of $201.6 million for the Utility and Electrical Products segment declined $27.5 million in the first nine months of fiscal 1992 compared to the first nine months of fiscal 1991. The recession has had a negative impact on this segment primarily during the first six months of fiscal 1992 as both electrical utility capital spending levels and construction levels were below fiscal 1991 levels. More recently, however, Eagle has begun to see increased activity from the residential and commercial construction markets resulting in increased sales volumes for certain businesses within the Utility and Electrical Products segment;

however, price degradation is still occurring. Refer to management's discussion of third quarter results. Additionally, approximately $5.5 million of the sales variance related to a division which was sold by Eagle in January, 1991 and, due to immateriality, was not restated in the financial statements.

Net sales of $239.9 million for the Consumer and Specialty Products segment were $36.4 million higher for the first nine months of fiscal 1992 compared to the first nine months of fiscal 1991. The Acquired Business contributed $22.3 million to this net sales increase in fiscal 1992, while increased sales of DeVilbiss Air Power Company's ("DeVilbiss Air Power") air compressor products contributed to the balance of this net sales increase.

Net sales of $137.1 million for the Process Industries Products segment declined $11.7 million in the first nine months of fiscal 1992 compared to the first nine months of fiscal 1991. Capital spending by the chemical processing industry in the U.S. and Europe continued to remain flat compared to levels experienced in fiscal 1991, which had a more significant impact on sales results for the first six months of fiscal 1992 than for the current quarter. Refer to management's discussion of third quarter results.

- Corporate and Other:

Net sales and revenues in Corporate and Other increased $2.3 million during the first nine months of fiscal 1992 as compared to the first nine months of fiscal 1991. This increase was primarily due to increases at North Riverside Holdings, Inc. ("NRH") of approximately $7.2 million which resulted from the acquisition of three warehouses, combined with other increases due to increased market penetration in existing markets and initial franchise fees generated from the sale of new franchises. These increases were somewhat offset by decreases in the Company's real estate operations of $4.9 million due to the sale of various real estate properties, reduced acquisition fee income, and reduced general partner distributions.

Operating Income (Loss) Before Goodwill Amortization ("Operating Earnings (Loss)"):

Consolidated Operating Earnings remained relatively constant for the first nine months of fiscal 1992 compared to the first nine months of fiscal 1991 and Operating Earnings as a percentage of net sales and revenues ("Operating Margin") was 5.3% and 5.5% for the nine month periods ended April 30, 1992 and 1991, respectively.

- Manufacturing Business Sector:

Operating Earnings in the Manufacturing sector of $53.8 million for the first nine months of fiscal 1992 were $2 million lower than Operating Earnings for the first nine months of fiscal 1991. Operating Margin was 6.1% for the first nine months of fiscal 1992 as compared to 6.4% for the corresponding period in fiscal 1991. Overall, the reduced level of Operating Earnings in fiscal 1992 was primarily due to the reduced sales volumes for businesses in the Process Industries Product segment and to continued price degradation and reduced sales volumes for businesses in the Utility and Electrical Products segment, both of which had a more

significant impact on operating results for the first six months of fiscal 1992 than for the current quarter. Operating results for the current quarter ended April 30, 1992 indicated that the sales and earnings declines experienced earlier in fiscal 1992 for businesses within the Process Industries Products and Utility and Electrical Products segments were consistent with results achieved during the third quarter of fiscal 1991. In addition, partially offsetting the above Operating Earnings declines were significant earnings contributions from businesses within the Building and Industrial Products and Consumer and Specialty Products segments. The Acquired Businesses also contributed $3.2 million to improved Operating Earnings within these two segments during the first nine months of fiscal 1992 compared to the similar period in fiscal 1991.

Operating Earnings for the Building and Industrial Products segment improved by $6 million over levels experienced in fiscal 1991, with approximately $1 million of this increase attributable to the contribution of the Acquired Businesses to this segment in fiscal 1992. Operating Earnings for the Building and Industrial Products segment in the third quarter of fiscal 1991 included a nonrecurring charge of $1.9 million related to restructuring costs at Hill Refrigeration and the shutdown of another facility. Excluding this prior year charge, Operating Earnings for this segment improved by $6.9 million primarily due to a significant improvement in earnings from Eagle's building and plumbing products businesses, which have benefitted from improved market conditions and effective cost reduction programs. In addition, the adoption of SFAS No. 106 in the first quarter of fiscal 1992 has also resulted in savings of approximately $1.1 million for businesses in this segment during the first nine months of fiscal 1992.

Operating Earnings for the Consumer and Specialty Products segment improved by $1.5 million during the first nine months of fiscal 1992 over levels experienced in the comparable period of fiscal 1991, with positive results being contributed by Caron International, Inc. ("Caron") and DeVilbiss Air Power. The remaining businesses comprising this segment continue to be impacted by the softness in consumer discretionary spending. The Acquired Business contributed $2.2 million to improved Operating Earnings in this segment during the first nine months of fiscal 1992 compared to the similar period in fiscal 1991.

Operating Earnings for the Utility and Electrical Products segment declined by $6.3 million during the first nine months of fiscal 1992 compared to the similar period in fiscal 1991. This decline was primarily due to reduced sales volumes and increased price competition experienced earlier in fiscal 1992. Results for the current quarter indicated that although sales volumes have improved due to increased demand from the construction markets, price competition continued to be an issue for businesses within this segment.

Manufacturing corporate expenses of $8.7 million for the first nine months of fiscal 1992 declined $2.2 million compared to the corresponding period in fiscal 1991. This decline reflected the higher level of expenses incurred in fiscal 1991 related to the formation of Falcon Manufacturing, Inc. ("Falcon") and also reflected management's ongoing efforts to control and manage administrative costs at all levels. Refer to the Company's 1991 Annual Report on Form 10-K for additional information regarding Falcon.

- Corporate and Other:

  Operating Loss for Corporate and Other decreased $1.6 million for the nine months ended April 30, 1992 as compared to the nine months ended April 30, 1991. Fiscal 1991 included operating losses related to certain real estate properties which were sold during fiscal 1992. Results for the nine months ended April 30, 1992 include certain reserves for loan losses and write-downs of assets.

The Vigoro Corporation ("TVC"):

The results of operations of TVC, an agricultural chemicals and fertilizers business, are subject to seasonal fluctuations. Historically, a substantial portion of its sales and earnings occur in the months of April through June.

The Company's equity in earnings of TVC decreased $6.3 million for the first nine months of fiscal 1992 compared to the first nine months of fiscal 1991. In fiscal 1991, the Company had both a common and preferred stock investment in TVC. During fiscal 1991, TVC redeemed the Company's investment in TVC preferred stock in conjunction with an initial public offering of TVC's common stock which took place on May 28, 1991. The Company's dividend income from its TVC preferred stock investment was $4.3 million in fiscal 1991. Due to the redemption of the Company's preferred stock investment in fiscal 1991, there was no such dividend income in fiscal 1992. Although TVC's earnings applicable to common stock increased significantly, the Company's earnings from its common stock investment decreased $2 million for the first nine months of fiscal 1992 as compared to the first nine months of fiscal 1991 due to a change in TVC's fiscal year-end from July 31, to June 30. For periods subsequent to the change in year-end, the Company recorded its equity in earnings on the common stock of TVC with a one month delay. Therefore, the prior year period included the Company's portion of TVC earnings for the nine months ended April 30, 1991, whereas the current year included the Company's portion of TVC earnings for the nine months ended March 31, 1992. Due to the seasonality of TVC's business, a substantial portion of its earnings occur during the months of April through June. In addition, the Company's ownership in TVC decreased during fiscal 1992 to 47% from 82% in fiscal 1991.

Interest Expense:

The $10.3 million decrease in interest expense between the first nine months of fiscal 1992 and the first nine months of fiscal 1991 was primarily the result of a decrease in average outstanding debt balances and lower rates incurred on variable rate borrowings.

Although the Company's consolidated long-term debt, including current maturities, increased $26.8 million from July 31, 1991, it has decreased $252.9 million from $997.3 million at July 31, 1990 to $744.4 million at July 31, 1991. During fiscal 1992, the Company utilized proceeds from the sales of businesses and the redemption of its preferred stock investment in TVC to significantly reduce its outstanding debt balance.

The $26.8 million increase in total debt during the first nine months of fiscal 1992 was primarily due to increased amounts outstanding under long-term revolving credit facilities as a result of increased working capital requirements, somewhat offset by the retirement of the remaining $10 million on the principal amount of the Company's 15-3/4% and 14% subordinated notes which matured in April, 1992.

Three Months Ended April 30, 1992 Versus Three Months Ended April 30, 1991

Net Sales and Revenues:

o Manufacturing Business Sector:

Manufacturing net sales of $304.4 million for the third quarter of fiscal 1992 were $32.1 million or 11.8% greater than net sales for the third quarter of fiscal 1991. The acquisition of Energair in April, 1991 contributed to an $8.7 million increase in net sales in the current quarter. Excluding the effects of acquisitions and dispositions, manufacturing net sales improved $23.4 million in the third quarter of fiscal 1992 compared to the third quarter of fiscal 1991. This sales improvement was primarily due to increased sales from businesses within Eagle's Building and Industrial Products and Consumer and Specialty Products segments, as demand from commercial and residential construction markets has improved and as demand for DeVilbiss Air Power Company's ("DeVilbiss Air Power") air compressor products has increased. Sales for businesses within Eagle's Utility and Electrical Products segment have remained relatively flat, while sales for business within the Process Industries Products segment improved slightly during the quarter ended April 30, 1992 compared to the quarter ended April 30, 1991.

Net sales of $104.8 million for the Building and Industrial Products segment were $14.9 million greater for the third quarter of fiscal 1992 than for the comparable period in fiscal 1991. This sales increase was primarily due to increased sales of aircraft seating by Burns Aerospace resulting from increased capital spending in certain segments of the aviation industry. In addition, sales of building and plumbing products by Hart & Cooley, Inc. ("Hart & Cooley") and Eagle's three plumbing products businesses, Mansfield Plumbing Products, Inc., Norris and Kilgore Plumbing Products, Inc., have increased in the third quarter of fiscal 1992 compared to the similar period in fiscal 1991. These sales increases were due to increased sales volume as a result of improved market conditions and successful market penetration programs undertaken by these businesses.

Net sales of $70.3 million for the Utility and Electrical Products segment declined $.4 million in the third quarter of fiscal 1992 compared to the third quarter of fiscal 1991. Overall net sales for the third quarter for businesses within this segment have remained relatively stable in fiscal 1992 compared to sales levels experienced in fiscal 1991. Many businesses within this segment have seen an increase in sales volumes during the third quarter of fiscal 1992 as demand from residential and commercial construction markets has improved; however, these increased sales volumes have been offset by pricing declines.

Net sales of $78.8 million for the Consumer and Specialty Products segment were $15.5 million higher in the third quarter of fiscal 1992 compared to the third

quarter of fiscal 1991, primarily due to the full quarter impact of the Energair acquisition and to increased sales of DeVilbiss Air Power's air compressor products.

Net sales of $50.5 million for the Process Industries Products segment improved by $2.1 million in the third quarter of fiscal 1992 compared to the third quarter of fiscal 1991. The net sales improvement for businesses within the Process Industries Products segment was primarily due to increased sales volume at The Pfaudler Companies, Inc. and Chemineer, Inc., partially offset by the negative impact of foreign currency translation in the U.K. and Germany, as the dollar strengthened against other foreign currencies.

o Corporate and Other:

There were no significant changes in net sales and revenues in Corporate and Other between the third quarter of fiscal 1992 and the third quarter of fiscal 1991.

Operating Earnings:

Consolidated Operating Earnings increased $5.2 million in the third quarter of fiscal 1992 compared to the third quarter of fiscal 1991. Consolidated Operating Margins were 5.4% and 4.2% for the third quarters of fiscal 1992 and 1991, respectively.

o Manufacturing Business Sector:

Operating Earnings of $18.3 million for the third quarter of fiscal 1992 was $3.2 million greater than Operating Earnings for the third quarter of fiscal 1991. Operating Margin was 6% for the third quarter of fiscal 1992 as compared to 5.5% for the third quarter of fiscal 1991. The increase in Operating Earnings was due to improved operating results within each of Eagle's segments, particularly the Building and Industrial Products segment as well as to the contribution of Energair to Eagle's operating results in the third quarter of fiscal 1992.

Operating Earnings for the Building and Industrial Products segment for the third quarter of fiscal 1992 improved by $1 million primarily due to improved operating results achieved by Eagle's building and plumbing products businesses as a result of improved market conditions and higher sales volumes. In addition, the adoption of SFAS No. 106 also resulted in approximately $.4 million of savings in postretirement benefit expense for this segment in the third quarter of fiscal 1992.

Operating Earnings for the Utility and Electrical Products segment for the third quarter of fiscal 1992 reflected lower marketing and administrative expenses achieved as part of ongoing cost reduction programs.

The improved Operating Earnings achieved by the Consumer and Specialty Products segment was primarily due to the earnings contribution from Energair in the third quarter of fiscal 1992 and to improved earnings from DeVilbiss Air Power which resulted from increased sales volume.

o Corporate and Other:

Operating Earnings for Corporate and Other increased $2 million in the third quarter of fiscal 1992 as compared to the third quarter of fiscal 1991, primarily due to a $1.4 million provision for losses on the sale of properties during the third quarter of fiscal 1991, whereas no such provision was booked during the third quarter of fiscal 1992.

The Vigoro Corporation ("TVC"):

The Company's equity in earnings of TVC decreased $6.1 million for the third quarter of fiscal 1992 compared to the third quarter of fiscal 1991. Dividend income from the Company's preferred stock investment decreased $1 million for the third quarter of fiscal 1992 due to the redemption of the preferred stock in fiscal 1991 as discussed in the nine month analysis above. The remaining decrease of $5.1 million in earnings from its common stock investment was due to the change in TVC's year-end as previously discussed, combined with the Company's reduced ownership percentage during fiscal 1992.

Interest Expense:

The $1.1 million decrease in interest expense between the third quarter of fiscal 1992 and the third quarter of fiscal 1991 was primarily the result of a decrease in average outstanding debt balances, combined with lower interest rates on variable rate debt.

Liquidity and Capital Resources

Net cash provided by continuing operating activities before interest and taxes related to continuing operations in the nine months ended April 30, 1992 decreased $40.2 million compared to the comparable period of the prior year. The decrease reflected increased inventory and other working capital at certain of the manufacturing businesses due to anticipated and known sales increases in fiscal 1992. Interest and tax payments related to continuing operations decreased approximately $62.7 million (approximately $28 million of total consolidated interest and tax payments made in the nine months ended April 30, 1991 were allocated to cash flow used in discontinued operations).

As indicated in Note 4, Eagle completed the refinancing of its $125 million credit facility that was scheduled to mature March, 1992 with a new $135 million Credit Agreement expiring February, 1995. The Credit Agreement provides revolving credit currently up to a maximum amount of $135 million, subject to borrowing base availability, of which an additional $33.6 million was available to borrow as of April 30, 1992.

In May, 1992, the Company sold substantially all of the assets of its process pump business, Pulsafeeder, Inc. and subsidiaries ("Pulsafeeder") to a subsidiary of IDEX Corporation. Total consideration received included approximately $67 million in cash and 75,000 shares of IDEX Corporation common stock, valued at approximately $1.6 million. Cash consideration received at closing was utilized to reduce the then outstanding debt balance under the Credit Agreement.

In addition to cash on hand at April 30, 1992, the Company's subsidiaries had $56.7 million available over and above amounts outstanding under existing credit facilities to meet their short-term cash requirements.

GREAT AMERICAN MANAGEMENT AND INVESTMENT, INC.
AND SUBSIDIARY COMPANIES

PART II - OTHER INFORMATION

ITEM 6. Exhibits and Reports on Form 8-K

a) Exhibits:

None.

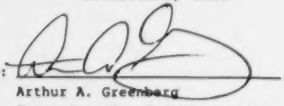
b) Reports on Form 8-K:

Form 8-K dated May 5, 1992, regarding the sale of the net assets of Pulsafeeder, Inc., Morr Control, Inc., and Pulsafeeder Far East Pte. Ltd.

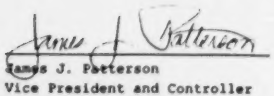
SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GREAT AMERICAN MANAGEMENT AND INVESTMENT, INC.

By: 

Arthur A. Greenberg
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

By: 

James J. Patterson
Vice President and Controller
(Principal Accounting Officer)

Dated: June 12, 1992